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August 22, 2006

Federal Communications Commission
Wireline Competition Bureau - CPD - 214 Applications
P.O. Box 358145
Pittsburgh, PA 15251-5145

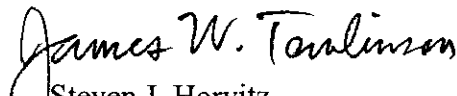
Re: Application of Time Warner Cable Information Services (Texas), L.P. and Comcast Corporation for Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer Domestic Section 214 Authority

Dear Sir or Madam:

Time Warner Cable Information Services (Texas), L.P. and Comcast Corporation hereby submit one (1) original, five (5) copies, and one (1) stamp and return copy of the above-captioned application. Also enclosed is the completed Form 159, which authorizes the Commission to charge a credit card \$895 for the filing fee.

Please contact the undersigned with any questions regarding this matter.

Sincerely yours,


Steven J. Horvitz
James W. Tomlinson

cc: Tracey Wilson-Parker, Renee Crittendon, Wireline Competition Bureau (via e-mail)

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 4

(1) LOCK BOX #		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Cole, Raywid & Braverman, L.L.P.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 1919 Pennsylvania Ave., N.W.			
(5) STREET ADDRESS LINE NO. 2 Suite 200			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 659-9750		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003787942		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Time Warner Cable Information Services (Texas), L.P.			
(14) STREET ADDRESS LINE NO. 1 290 Harbor Drive			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Stamford		(17) STATE CT	(18) ZIP CODE 06902
(19) DAYTIME TELEPHONE NUMBER (include area code) (203) 351-2000		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0010669562		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, James Tomlinson , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE James W. Tomlinson		DATE 8/22/2006	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD VISA <input checked="" type="checkbox"/> AMEX DISCOVER			

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No. <u>2</u> of <u>2</u>		SPECIAL USE FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Comcast Corporation		
(14) STREET ADDRESS LINE NO. 1 1500 Market Street		
(15) STREET ADDRESS LINE NO. 2 35th Floor, East Tower		
(16) CITY Philadelphia	(17) STATE PA	(18) ZIP CODE 19102-2148
(19) DAYTIME TELEPHONE NUMBER (include area code) (215) 665-1700		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0006329247		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of the Application of

Time Warner Cable Information Services (Texas), L.P.

Transferor

and

Comcast Corporation

Transferee

Application for Authorization Pursuant to Section 214
of the Communications Act of 1934, as Amended, to
Transfer Domestic Section 214 Authority

WB Docket No. _____

APPLICATION

Time Warner Cable Information Services (Texas), L.P. ("TWCIS") and Comcast Corporation ("Comcast") (collectively, "Applicants"), through their undersigned counsel, hereby request authorization pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Section 63.04 of the Commission's rules, 47 C.F.R. § 63.04, to transfer control of certain telecommunications customers. TWCIS provides domestic interstate service pursuant to blanket authority under Section 214 and Section 63.01 of the Commission's rules, 47 C.F.R. § 63.01.

This Application arises from an agreement between Comcast and Time Warner Inc. ("Time Warner"), the ultimate parent of TWCIS. Comcast and Time Warner each currently hold an indirect 50% ownership interest in Texas and Kansas City Cable Partners, L.P. ("TKCCP"). As described in detail below, as part of the proposed

transaction, Comcast will acquire Time Warner's 50% indirect ownership interest in the Houston-area assets of TKCCP, making Comcast the 100% indirect owner of the assets of TKCCP in the Houston area. TWCIS, Time Warner's Texas telecommunications carrier affiliate, will also transfer to Comcast certain interstate telecommunications accounts in the Houston, Texas area.

The proposed transaction will not result in a loss or impairment of service, and thus, this Application is being filed pursuant to Section 63.04 of the Commission's rules, 47 C.F.R. § 63.04. In support of this Application, Applicants state as follows:

§ 63.04(a)(1) The Applicants

Time Warner Cable Information Services (Texas), L.P.

Time Warner Cable Information Services (Texas), L.P
290 Harbor Drive
Stamford, CT 06902
(203) 351 – 2000
FRN: 0010669562

Comcast

Comcast Corporation
1500 Market Street
35th Floor, East Tower
Philadelphia, Pennsylvania 19102-2148
(215) 665 – 1700
FRN: 0006329247

§ 63.04(a)(2) States of Organization

TWCIS is a limited partnership organized in and existing under the laws of the state of Delaware. Comcast is a publicly-traded company organized and existing under the laws of the Commonwealth of Pennsylvania.

§ 63.04(a)(3) Contact Information

Questions or inquiries concerning this Application may be directed to:

Comcast

Steven J. Horvitz
James W. Tomlinson
Cole, Raywid & Braverman, L.L.P.
1919 Pennsylvania Avenue, N.W., Suite 200
Washington, DC 20006
Tel: (202) 659-9750
Fax: (202) 456-0067
e-mail shorvitz@crblaw.com
e-mail jtomlinson@crblaw.com

TWCIS

Julie Y. Patterson
Vice President and Chief Counsel, Telephony
Time Warner Cable Inc.
290 Harbor Drive
Stamford, CT 06902
Tel. (203) 351-2000
Fax: (203) 328-4042
e-mail julie.patterson@twcable.com

§ 63.04(a)(4) Identification of Ten Percent Owners of Applicants

No entity or individual directly or indirectly owns ten percent or more of the equity of Comcast. Please note that Mr. Brian L. Roberts, Comcast's Chairman and Chief Executive Officer, is the beneficial owner of stock that represents 33 1/3 percent of the combined voting power of the two classes of Comcast Corporation's voting common stock. Mr. Roberts is a U.S. citizen. His address is 1500 Market Street, Philadelphia, PA 19102.

TKCCP currently holds a 34% ownership interest in TWCIS. The balance of the ownership interest in TWCIS is held by Time Warner (and its wholly-owned intermediate subsidiaries). No party other than Time Warner (and its wholly-owned intermediate

subsidiaries) will own a 10 percent or greater direct or indirect interest in TWCIS after the close of the proposed transaction.

§ 63.04(a)(5) Anti-Drug Abuse Act of 1988 Certification

As evidenced by the signatures to the Application, no party to the Application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 853a.

§ 63.04(a)(6) Description of the Transaction

Comcast and Time Warner through their subsidiaries each hold a 50% ownership interest in TKCCP, which directly or indirectly holds cable systems in the Houston, southwest Texas, and Kansas City areas. These systems are managed through a Time Warner subsidiary. The Limited Partnership Agreement between the companies provides for the dissolution of the partnership at the election of one of the partners and the distribution of the Houston area assets to one partner and the Kansas City and southwest Texas assets to the other partner. Comcast initiated the dissolution process on July 3, 2006, and on August 1, 2006, Time Warner selected to retain the Kansas City and southwest Texas partnership assets. As a result of these selections, Comcast will be the 100% owner of the Houston area assets, and Time Warner will be the 100% owner of the Kansas City and southwest Texas assets.

Immediately before this transaction closes, and solely to effectuate the transfer of control of the cable systems and telecommunications assets, TKCCP will assign its cable system and assets to its wholly-owned affiliate, Houston TKCCP Holdings, LLC.¹ Immediately thereafter, Comcast TCP Holdings, Inc., a wholly-owned, indirect subsidiary of Comcast, will obtain ownership of Houston TKCCP Holdings, LLC. At the

¹ This is a pro forma transaction as defined in 47 U.S.C. § 63.24(d).

conclusion of the transaction, Houston TKCCP Holdings, LLC, will be a wholly-owned, indirect subsidiary of Comcast. This is the mechanism by which the partnership's Houston assets go from being 50% owned by Comcast to 100% owned by Comcast.

TWCIS currently provides non-voice, interstate telecommunications services to approximately 30 customers in the Houston area. As part of the proposed transaction, TWCIS will transfer these customers to a Comcast subsidiary. This application pertains to the transfer of these customers of interstate, telecommunications services.

§ 63.04(a)(7) Geographic Areas Affected and Services Provided

The services to be affected by this Application are limited to only those provided by TWCIS in the Houston area.²

Comcast currently does not offer telecommunications service in the Houston area.

§ 63.04(a)(8) Application Is Qualified For Streamlined Processing

Applicants submit that the proposed transaction would result in Comcast, and its affiliates, having a market share in the interstate, interexchange market of substantially less than 10 percent, and Comcast would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. Further, neither of the Applicants, nor their affiliates, are dominant with respect to any telecommunications service. Accordingly, this Application qualifies for streamlined processing pursuant to Section 63.03 of the Commission's rules.

² Time Warner also provides interconnected VOIP services to residential customers in the Houston area. As part of the transaction, these customers will be transferred to Comcast. Because the regulatory treatment of interconnected VOIP services has not yet been determined by the Commission, the Applicants believe that Section 214 approval is unnecessary for the transfer of these customers. If that belief is mistaken, and without any waiver of arguments to the contrary, Applicants seek approval with respect to these transfers as well.

§ 63.04(a)(9) Identification of Other Applications Related to the Transaction

In connection with the proposed transaction, on August 22, 2006, applications were filed with the Commission in connection with certain non-Houston area cable systems owned by TKCCP. The call signs of the pertinent CARS licenses are: WGZ-452, WGI-758, WGZ-450, WHZ-780, WJI-36, WGZ-451, KYX-62, WGI-757, WLY-787, WLY-788, KYX-61, WAF-861, WLY-786 and WGZ-464. The calls signs of the pertinent wireless services are: KFU431, KLH77, KLH78, KLH79, KNCX707, KUM850, KUT265, WHY70, WNBU218, WNEW367, WNEW368, WNEW370 and WNBT802. The calls signs of the pertinent fixed earth satellite stations are E020130 and E040257.

§ 63.04(a)(10) Special Consideration

Applicants do not request special consideration because neither Comcast nor TWCIS is facing imminent business failure. However, Applicants are seeking streamlined processing so that they can complete the proposed transaction as soon as possible.

§ 63.04(a)(11) Waiver Requests

There are no separately filed waiver requests being sought in connection with the transaction.

§ 63.04(a)(12) Public Interest Statement

By granting this Application, the Commission will service the public interest, convenience and necessity by ensuring continuity of service to TWCIS's Houston area customers and promoting competition in the domestic telecommunications services market.

Comcast is a proven industry leader in upgrading its broadband communications systems and continuously striving to provide customers with the most innovative services and diverse programming available. Across these various service offerings, TWCIS's Houston-area subscribers will greatly benefit from the new opportunities they will be provided upon completion of the transaction. Moreover, Comcast has extensive experience providing a variety of communications services, including those at issue here. As of June 30, 2006, Comcast had 978,000 circuit switched phone customers.

CONCLUSION

For the reasons stated above, Applicants believe that the public interest, convenience and necessity would be furthered by the grant of this Application and respectfully request that the Commission grant the instant Application for transfer of certain telecommunications customer accounts in the Houston, Texas area currently subject to existing blanket domestic Section 214 authority.

Respectfully submitted,

By: 

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Counsel for Comcast Corporation

By: 

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Dated: August 22, 2006